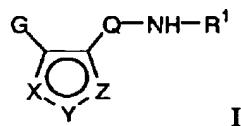


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IN THE CLAIMS

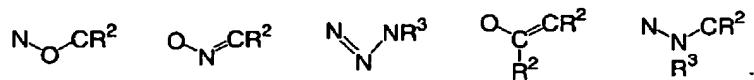
Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound having the formula



wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T_(n)-R, or T_(n)-Ar²;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O,

-CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR,

-CH₂N(R)₂, -CH=N-OR, -CH=NNHR, -CH=NN(R)₂, -CH=NNHCOR,

-CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl),

-CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂,

-CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂,

-CH₂(heterocyclil), -CH₂(substituted heterocyclil), -(heterocyclil), or -(substituted heterocyclil);

each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

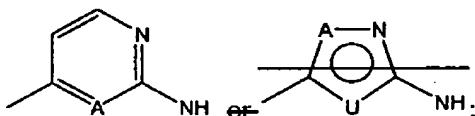
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Ar^1 is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocyclyl, or substituted heterocyclyl, wherein Ar^1 is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

Q-NH is



wherein the H of Q-NH is optionally replaced by R^3 ;

A is N or CR^3 ;

U is CR^3 , O, S, or NR^3 ;

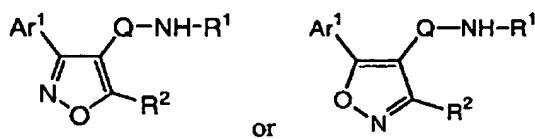
Ar^2 is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein Ar^2 is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in Ar^2 , including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO_2 , CN, NH_2 , NHR , $\text{N}(\text{R})_2$, NHCOR , NHCONHR , $\text{NHCON}(\text{R})_2$, NRCOR , NHCO_2R , CO_2R , CO_2H , COR , CONHR , $\text{CON}(\text{R})_2$, $\text{S(O)}_2\text{R}$, SONH_2 , S(O)R , SO_2NHR , or $\text{NHS(O)}_2\text{R}$, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, =NNR₂, =N-OR, =NNHCOR, =NNHCO₂R, =NNHSO₂R, or =NR; and

wherein each substitutable nitrogen atom in Ar^2 is optionally substituted by R, COR, $\text{S(O)}_2\text{R}$, or CO_2R .

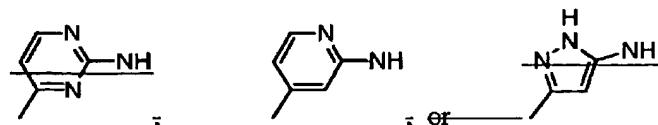
2. (Original) The compound of claim 1 where G is Ar^1 .

3. (Original) The compound of claim 2 having the formula



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4. (Currently amended) The compound of claim 3 where Q-NH is selected from:



5. (Original) The compound of claim 4 where R¹ is alkoxyalkyl, alkoxycarbonylalkyl, hydroxyalkyl, pyridinylalkyl, alkoxycycloalkyl, cycloalkyl, alkoxycarbonylcycloalkyl, hydroxycycloalkyl, Ar² or T-Ar² where T is C(=O).

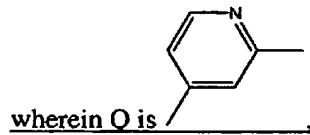
6. (Original) The compound of claim 5 where R¹ is cyclohexyl, cyclohexanol-4-yl, cyclohexanon-4-yl, 2-propan-1-ol, 2-methoxy-1-methylethyl, 3-butyryl alkyl ester, 2-pyridinyl-2-ethyl, or an optionally substituted phenyl, naphthyl, pyridyl, quinolinyl, thiienyl or indanyl.

7. (Original) The compound of claim 6 where R² is an optionally substituted alkyl.

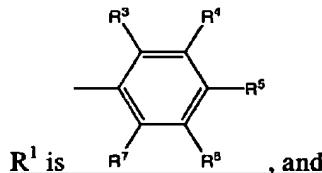
8. (Currently amended) A compound selected from the group consisting of these listed in any of Tables 1-7.



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Ar² is R¹



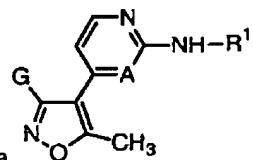
G, R², R³, R⁴, R⁵, R⁶ and R⁷ are defined as

| No. | G | R ² | R ³ | R ⁴ | R ⁵ | R ⁶ | R ⁷ |
|---------|--------|----------------|----------------|--------------------|--------------------|----------------|----------------|
| IIA-16 | Phenyl | Et | H | CN | H | H | H |
| IIA-17 | Phenyl | Et | H | CO ₂ H | H | H | H |
| IIA-18 | Phenyl | Me | H | F | H | H | H |
| IIA-19 | Phenyl | Me | H | H | F | H | H |
| IIA-20 | Phenyl | Me | H | H | COMe | H | H |
| IIA-21 | Phenyl | Me | H | H | COPh | H | H |
| IIA-24 | Phenyl | Me | H | H | CONH ₂ | H | H |
| IIA-40 | Phenyl | Et | H | H | H | H | H |
| IIA-43 | Phenyl | Me | H | CO ₂ H | H | H | H |
| IIA-47 | Phenyl | Me | H | H | OMe | H | H |
| IIA-48 | Phenyl | Me | H | OMe | H | H | H |
| IIA-50 | Phenyl | Me | H | CO ₂ Me | H | H | H |
| IIA-52 | Phenyl | Me | H | H | H | H | H |
| IIA-64 | Phenyl | Me | H | H | CO ₂ Me | H | H |
| IIA-67 | Phenyl | Me | H | CN | H | H | H |
| IIA-68 | Phenyl | Me | H | H | CN | H | H |
| IIA-98 | Phenyl | Me | H | H | NMe ₂ | H | H |
| IIA-99 | Phenyl | Me | H | NO ₂ | H | H | H |
| IIA-100 | Phenyl | Me | H | NHAc | H | H | H |
| IIA-101 | Phenyl | Me | H | NH ₂ | H | H | H |
| IIA-132 | Phenyl | Me | | | | | |
| IIA-133 | Phenyl | Me | | | | | |
| IIA-134 | Phenyl | Me | H | CH ₂ OH | H | H | H |
| IIA-135 | Phenyl | Me | | | | | |

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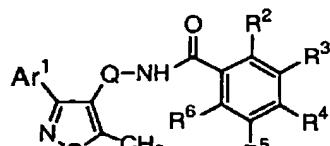
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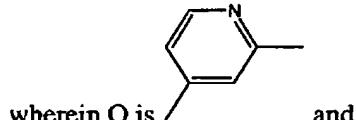
(b) a compound of formula :

wherein G, A and R¹ are defined as

| No. | G | A | R ¹ |
|---------|--------|----|----------------|
| IIAA-1 | Phenyl | CH | |
| IIAA-2 | Phenyl | CH | |
| IIAA-39 | Phenyl | CH | |
| IIAA-40 | Phenyl | CH | |



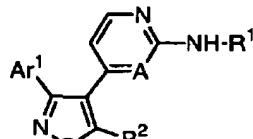
(c) a compound of formula :



wherein Q is and

Ar¹, R², R³, R⁴, R⁵ and R⁶ are defined as

| No. | Ar ¹ | R ² | R ³ | R ⁴ | R ⁵ | R ⁶ |
|---------|-----------------|----------------|----------------|----------------|----------------|----------------|
| IIIA-77 | phenyl | H | COMe | H | H | H |
| IIIA-78 | phenyl | H | CN | H | H | H |



(d) a compound of formula :

wherein Ar¹, A, R¹ and R² are defined as

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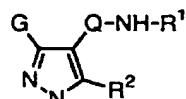
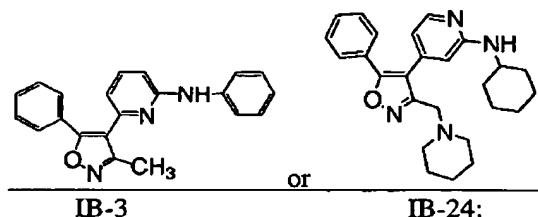
| No. | Ar ¹ | A | R ¹ | R ² |
|--------|-----------------|----|-------------------------|---|
| XIA-1 | phenyl | CH | phenyl | CH ₂ (morpholin-4-yl) |
| XIA-2 | phenyl | CH | phenyl | CH ₂ N(CH ₃) ₂ |
| XIA-3 | phenyl | CH | phenyl | CH ₂ NEt ₂ |
| XIA-4 | phenyl | CH | phenyl | CH ₂ N(CH ₃)CH ₂ Ph |
| XIA-5 | phenyl | CH | phenyl | CH ₂ (1-t-butoxycarbonylpiperazin-4-yl) |
| XIA-6 | phenyl | CH | benzyl | CH ₂ (morpholin-4-yl) |
| XIA-7 | phenyl | CH | cyclohexyl | CH ₂ (morpholin-4-yl) |
| XIA-8 | phenyl | CH | 4-[1,2-(OMe)-phenyl] | CH ₂ (morpholin-4-yl) |
| XIA-9 | phenyl | CH | 4-cyclohexanol | CH ₂ (morpholin-4-yl) |
| XIA-10 | phenyl | CH | phenyl | CH ₂ N(CH ₃)CH ₂ CH ₂ N(CH ₃) ₂ |
| XIA-11 | phenyl | CH | phenyl | CH ₂ N(CH ₃)CH ₂ CO ₂ CH ₃ |
| XIA-12 | phenyl | CH | phenyl | CH ₂ (piperazin-1-yl) |
| XIA-15 | 4-F-phenyl | CH | cyclohexyl | CH ₂ O(tetrahydrofuran-3-yl) |
| XIA-16 | 4-F-phenyl | CH | 3-cyanophenyl | CH ₂ O(tetrahydrofuran-3-yl) |
| XIA-17 | 4-F-phenyl | CH | 2-(2-pyridinyl)ethyl | CH ₂ O(tetrahydrofuran-3-yl) |
| XIA-18 | 4-F-phenyl | CH | 1-benzyl-piperidin-4-yl | CH ₂ O(tetrahydrofuran-3-yl) |
| XIA-19 | 4-F-phenyl | CH | 4-cyclohexanol | CH ₂ OCH ₂ CH ₂ OCH ₃ |
| XIA-20 | 4-F-phenyl | CH | cyclohexyl | CH ₂ OCH ₂ CH ₂ OCH ₃ |
| XIA-21 | 4-F-phenyl | CH | 2-(2-pyridinyl)ethyl | CH ₂ OCH ₂ CH ₂ OCH ₃ |
| XIA-22 | 4-F-phenyl | CH | 1-benzyl-piperidin-4-yl | CH ₂ OCH ₂ CH ₂ OCH ₃ |
| XIA-23 | 4-F-phenyl | CH | 4-cyclohexanol | CH ₂ (morpholin-4-yl) |
| XIA-24 | 4-F-phenyl | CH | cyclohexyl | CH ₂ (morpholin-4-yl) |
| XIA-25 | 4-F-phenyl | CH | 3-cyanophenyl | CH ₂ (morpholin-4-yl) |
| XIA-26 | 4-F-phenyl | CH | 2-(2-pyridinyl)ethyl | CH ₂ (morpholin-4-yl) |
| XIA-27 | 4-F-phenyl | CH | 1-benzyl-piperidin-4-yl | CH ₂ (morpholin-4-yl) |
| XIA-28 | 4-F-phenyl | CH | 4-cyclohexanol | CH ₂ OCH ₃ |
| XIA-29 | 4-F-phenyl | CH | cyclohexyl | CH ₂ OCH ₃ |
| XIA-30 | 4-F-phenyl | CH | 3-cyanophenyl | CH ₂ OCH ₃ |
| XIA-31 | 4-F-phenyl | CH | 2-(2-pyridinyl)ethyl | CH ₂ OCH ₃ |
| XIA-32 | 4-F-phenyl | CH | 1-benzyl-piperidin-4-yl | CH ₂ OCH ₃ |
| XIA-33 | 4-F-phenyl | CH | 4-cyclohexanol | CH ₂ OCH ₃ |
| XIA-34 | 4-F-phenyl | CH | cyclohexyl | CH ₂ OCH ₃ |
| XIA-35 | 4-F-phenyl | CH | 3-cyanophenyl | CH ₂ OCH ₃ |
| XIA-36 | 4-F-phenyl | CH | 2-(2-pyridinyl)ethyl | CH ₂ OCH ₃ |
| XIA-37 | 4-F-phenyl | CH | 4-cyclohexanol | CH ₂ O(tetrahydrofuran-3-yl) |
| XIA-38 | 4-F-phenyl | CH | cyclohexyl | CH ₂ O(tetrahydrofuran-3-yl) |
| XIA-41 | 4-F-phenyl | CH | 4-methoxybenzyl | CH ₂ OCH ₃ |

(e) a compound selected from:

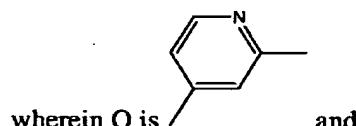
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(f) a compound having the formula :



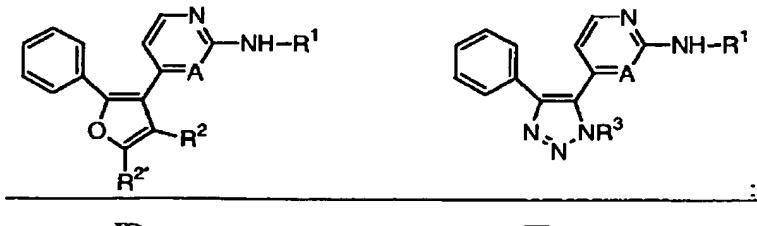
wherein Q is / and

G, R¹ and R² are defined as

| No. | G | R ¹ | R ² |
|--------------|-------------------|------------------------------|-------------------------|
| <u>IC-1</u> | <u>4-F-phenyl</u> | <u>Phenyl</u> | <u>H</u> |
| <u>IC-2</u> | <u>4-F-phenyl</u> | <u>Cyclohexyl</u> | <u>H</u> |
| <u>IC-3</u> | <u>4-F-phenyl</u> | <u>Isoquinolin-4-yl</u> | <u>H</u> |
| <u>IC-4</u> | <u>4-F-phenyl</u> | <u>6-MeO-naphthalen-2-yl</u> | <u>H</u> |
| <u>IC-5</u> | <u>4-F-phenyl</u> | <u>4-cyclohexanol</u> | <u>H</u> |
| <u>IC-9</u> | <u>4-F-phenyl</u> | <u>Cyclohexyl</u> | <u>CH₃</u> |
| <u>IC-10</u> | <u>4-F-phenyl</u> | <u>Cyclohexyl</u> | <u>CH₂-N</u> |
| <u>IC-11</u> | <u>Phenyl</u> | <u>Cyclohexyl</u> | <u>CH₂-N</u> |

and

(g) a compound of formulae:

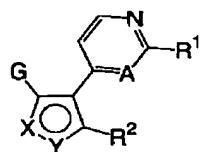
wherein R¹ is phenyl, R² is hydrogen and A is CH, and

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R² is H or CH₃ in formula ID; or
R³ is H or CH₃ in formula IE.

9. (Canceled).

10. (Currently amended) A compound having the formula:



wherein:

X-Y is N-O or O-N providing an isoxazole or reverse isoxazole ring;

A is N or CH;

G is R, aryl or substituted aryl;

R is aliphatic or substituted aliphatic;

R² is selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O, -CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR, -CH₂N(R)₂, -CH=N-OR, -CH=NNHR, -CH=NN(R)₂, -CH=NNHCOR, -CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl), -CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂, -CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂SO₂NH₂, -CH₂(heterocyclyl), -CH₂(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl); and

R¹ is selected from halogen, NH₂, SR, or SO₂R;

provided that R¹ is other than Br or Cl when A is CH.

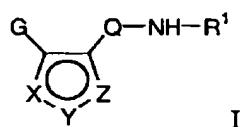
11. (Original) A pharmaceutical composition comprising an amount of a compound according any one of claims 1-8 effective to inhibit JNK, and a pharmaceutically acceptable carrier.

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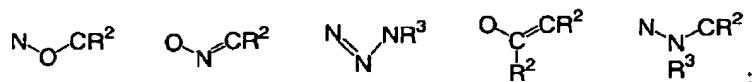
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12. (Currently amended) A method for treating a disease state or condition in mammals that is alleviated by treatment with a protein kinase inhibitor, comprising administering to a mammal in need of such a treatment a therapeutically effective amount of a compound of formula I:



wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T_(n)-R, or T_(n)-Ar²;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O, -CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR, -CH₂N(R)₂, -CH=N-OR, -CH=NNHHR, -CH=NN(R)₂, -CH=NNHCOR, -CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl), -CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂, -CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂, -CH₂(heterocyclyl), -CH₂(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

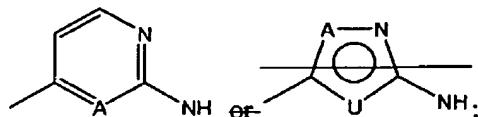
each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

Ar¹ is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocyclyl, or substituted heterocyclyl, wherein Ar¹ is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

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Q-NH is



wherein the H of Q-NH is optionally replaced by R³;

A is N or CR³;

U is CR³, O, S, or NR³;

Ar² is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein Ar² is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in Ar², including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO₂, CN, NH₂, NHR, N(R)₂, NHCOR, NHCONHR, NHCON(R)₂, NRCOR, NHCO₂R, CO₂R, CO₂H, COR, CONHR, CON(R)₂, S(O)₂R, SONH₂, S(O)R, SO₂NHR, or NHS(O)₂R, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, =NNR₂, =N-OR, =NNHCOR, =NNHCO₂R, =NNHSO₂R, or =NR; and

wherein each substitutable nitrogen atom in Ar² is optionally substituted by R, COR, S(O)₂R, or CO₂R.

13. (Currently amended) The method of according to claim 12, wherein the disease state is alleviated by treatment with an inhibitor of JNK.

14. (Currently amended) The method of according to claim 12, wherein the disease is selected from inflammatory diseases, autoimmune diseases, destructive bone disorders, proliferative disorders, infectious diseases, neurodegenerative diseases, allergies, reperfusion/ischemia in stroke, heart attacks, angiogenic disorders, organ hypoxia, vascular hyperplasia, cardiac hypertrophy, thrombin-induced platelet aggregation or conditions associated with proinflammatory cytokines.

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15. (Original) The method according to claim 12, wherein said method is used to treat or prevent an inflammatory disease selected from acute pancreatitis, chronic pancreatitis, asthma, allergies, or adult respiratory distress syndrome.

16. (Original) The method according to claim 12, wherein said method is used to treat or prevent an autoimmune disease selected from glomerulonephritis, rheumatoid arthritis, systemic lupus erythematosus, scleroderma, chronic thyroiditis, Graves' disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia, autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis, myasthenia gravis, multiple sclerosis, inflammatory bowel disease, ulcerative colitis, Crohn's disease, psoriasis, or graft vs. host disease.

17. (Original) The method according to claim 12, wherein said method is used to treat or prevent a destructive bone disorders selected from osteoarthritis, osteoporosis or multiple myeloma-related bone disorder.

18. (Original) The method according to claim 12, wherein said method is used to treat or prevent a proliferative disease selected from acute myelogenous leukemia, chronic myelogenous leukemia, metastatic melanoma, Kaposi's sarcoma, or multiple myeloma.

19. (Original) The method according to claim 12, wherein said method is used to treat or prevent neurodegenerative disease selected from Alzheimer's disease, Parkinson's disease, amyotrophic lateral sclerosis, Huntington's disease, cerebral ischemia or neurodegenerative disease caused by traumatic injury, glutamate neurotoxicity or hypoxia.

20. (Original) The method according to claim 12, wherein said method is used to treat or prevent ischemia/reperfusion in stroke or myocardial ischemia, renal ischemia, heart attacks, organ hypoxia or thrombin-induced platelet aggregation.

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21. (Original) The method according to claim 12, wherein said method is used to treat or prevent a condition associated with T-cell activation or pathologic immune responses.

22. (Original) The method according to claim 12, wherein said method is used to treat or prevent an angiogenic disorder selected from solid tumors, ocular neovasculization, or infantile haemangiomas.

23. (Currently amended) The method of according to claim 12, wherein the disease state or condition is alleviated by treatment with an inhibitor of a Src-family kinase.

24. (Currently amended) The method of according to claim 12, wherein the disease state or condition is hypercalcemia, restenosis, hypercalcemia, osteoporosis, osteoarthritis, symptomatic treatment of bone metastasis, rheumatoid arthritis, inflammatory bowel disease, multiple sclerosis, psoriasis, lupus, graft vs. host disease, T-cell mediated hypersensitivity disease, Hashimoto's thyroiditis, Guillain-Barre syndrome, chronic obstructive pulmonary disorder, contact dermatitis, cancer, Paget's disease, asthma, ischemic or reperfusion injury, allergic disease, atopic dermatitis, or allergic rhinitis.